



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

2-30SA075

RECORDATION NO. 6372-Q Filed 1425

Arthur B. Hillman
Secretary and
Assistant General Counsel

NOV 2 1982 -4 15 PM

No. NOV 2 1982

Date

INTERSTATE COMMERCE COMMISSION

Fee \$ 20.00

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

ICC Washington, D. C.

Dear Sir:

NOV 2 1982 -4 15 PM

We transmit to you herewith by registered mail for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of the Ninth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 18, 1982, by and between Union Tank Car Company, 39 S. LaSalle St., Chicago, IL, 60603 (the "Company") and Citibank, N.A., 5 Hanover Square, New York, NY 10004 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of October 1, 1971, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 2 railroad cars, indentified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 18 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the said Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of October 1, 1971, which was recorded with your office on October 26, 1971, and assigned recordation number 6372. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

RECEIVED

NOV 2 4 07 PM '82



A MEMBER OF THE MARMON GROUP OF COMPANIES

Page Two
Secretary
Interstate Commerce Commission

Please return the original copy of the Supplemental Agreement to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

By _____

Enclosures

/er

STATE OF ILLINOIS)
COUNTY OF COOK)

SS

RECORDATION NO. 6372-R FILED 1425

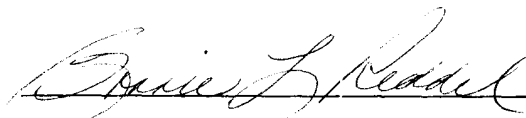
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C E R T I F I C A T E

INTERSTATE COMMERCE COMMISSION

The undersigned, Bonnie L. Reddell, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 18th day of October, 1982, from Citibank, N.A. to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respect.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 29th day of October 1982.



Notary Public

My Commission Expires:

February 1, 1984

3
2
BILL OF SALE

Citibank, N.A.

as Trustee under Equipment Trust Agreement

Dated as of October 1, 1971 (Series 8)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A. (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of October 1, 1971 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

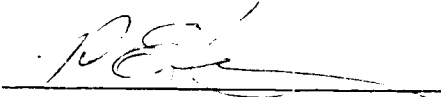
TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases said Equipment from the encumbrance created by the Agreement, which was filed with the Interstate Commerce Commission on October 26, 1971, and assigned recordation number 6372.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 26TH day of OCTOBER 1982.

CITIBANK, N.A.

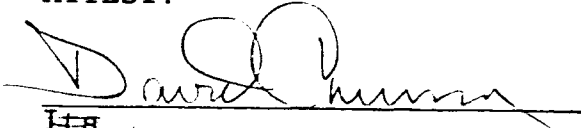
By



Senior Trust Officer

[CORPORATE SEAL]


ATTEST:



Its

STATE OF NEW YORK }
COUNTY OF NEW YORK } SS.

On this 26th day of OCTOBER, 1982, before me, a
Notary Public in and for said County, personally appeared
RALPH E. JOHNSON and DAVID CANAVAN
to me personally known, who being by me duly sworn did say
that they are respectively DAVID CANAVAN and
THOMAS FICER of Citibank, N.A., that the seal
affixed to the foregoing instrument is the corporate seal of
said Bank, that said instrument was signed and sealed on
behalf of said Bank by authority of its Board of Directors,
and said DAVID CANAVAN
acknowledged that the execution of the foregoing instrument
was the free act and deed of said Bank.



Notary Public

My Commission Expires:

ENZO L. CARBONE
Notary Public, State of New York
No. 43-_____
Qualified in Richmond County
Cert. filed in New York County
Term expires March 30, 1984

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	Box Car	60 cu. ft.	CPAA 205214
1	TM	14,500	UTLX 13190
1	TMI	20,000	UTLX 25821
1	TP	34,000	UTLX 29327
1	TP	33,600	UTLX 30484
4	TM	20,000	UTLX 58714, 58734, 58740, 58893
2	TMI	20,000	UTLX 73516, 73570
1	TMI	13,000	UTLX 73953
1	TMI	23,500	UTLX 73398
2	TMI	13,333	UTLX 75964, 75978
2	TMI	8,000	UTLX 76938, 77083
<u>1</u>	LO	3,000 cu. ft.	UTLX 80316
18 Total			